

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606

(312) 648-4000

July 23, 1974

58/8B

Secretary of the Interstate
Commerce Commission
Washington, D. C. 20423

Gentlemen:

North American Car Corporation encloses for recording under Section 20(c) of the Interstate Commerce Act three executed counterparts of a supplemental lease of cars, dated May 30, 1974, between said North American Car Corporation and Harris Trust and Savings Bank, Trustee. Also enclosed is check to the order of the Commission in the amount of \$10.00 to cover the prescribed fee.

This supplemental lease is supplemental to an Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between said parties which was recorded under Section 20(c) of the said Act at 2:30 P.M. on September 4, 1970, under Recordation Number 5818. A supplemental lease of cars was also recorded at 10:35 A.M. on August 8, 1973, under Recordation Number 5818-A.

The following information is given responsive to your requirements:

(a) Names and addresses of:

Trustee and Lessor

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

Lessee and Guarantor

North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606

(b) A general description of the equipment covered by the supplemental lease is given in attached Exhibit B.

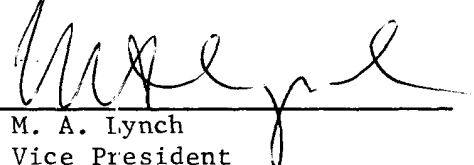
Said cars are marked: "TITLE TO THIS CAR IS VESTED IN A TRUSTEE UNDER THE TERMS OF AN EQUIPMENT TRUST AGREEMENT RECORDED UNDER SECTION 20(c) OF THE INTERSTATE COMMERCE ACT."

(c) The name and address of the person to whom a counterpart of the supplemental lease is to be returned:

Louis H. Schnur
222 South Riverside Plaza
Chicago, Illinois 60606

(d) The undersigned, M. A. Lynch, is a Vice President of North American Car Corporation, one of the parties to the transaction and has knowledge of the facts.

Yours, very truly,

A handwritten signature in dark ink, appearing to read 'M. A. Lynch', is written over a horizontal line.

M. A. Lynch
Vice President
North American Car Corporation

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

<u>Replacement Car Numbers</u>	<u>Description</u>	<u>Cost to Lessee</u>	<u>Fair Market Value</u>
14938	DOT 111A100W1, 50 ton, 10,500 gallon capacity Tank Cars	\$ 13,716.30	\$ 7,250.00
14995	DOT 111A100W3, 50 ton, 10,500 gallon capacity Tank Car	10,417.96	4,300.00
30150	Class L0, 2,893 cu. ft., 70 ton, Covered Hopper Car	7,800.00	3,500.00

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606

(312) 648-4000

May 30, 1974

Harris Trust and Savings Bank,
as Trustee of the North American
Car Corporation Equipment and
Collateral Trust, Second 1970 Series
111 West Monroe Street
Chicago, Illinois 60690

Gentlemen:

Referring to Section 3.06 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between you, as Trustee, and North American Car Corporation, the undersigned, M. A. Lynch, as a Vice President of North American Car Corporation, hereby certifies to you as follows:

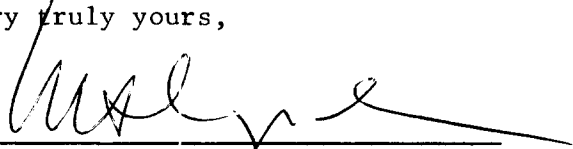
1. The cars described in Exhibit A, which were a part of the Trust Equipment (as defined in said instrument) have been destroyed. The fair market value of each of said cars, immediately prior to its destruction is set forth in Exhibit A.
2. Said destroyed cars have been replaced by the cars described in Exhibit B, which have been delivered to North American Car Corporation, as lessee, and are marked as required by Section 3.04 of said instrument.
3. All other cars constituting a part of the Trust Equipment at the date hereof are in existence and in interchange condition. In the case of any Trust Equipment repainted during the preceding year, the marking requirement by Section 3.04 of said instrument has been preserved or repainted cars have again been marked as required by said Section.
4. The Trust Equipment has been insured against loss or damage the risk of which is customarily insured by railroad companies.

Robert B. Oppenheimer, one of the agents designated by you to accept delivery and certify as to the marking of cars, hereby certifies to you that said replacement cars have been delivered to him as such agent.

North American Car Corporation herewith delivers to you (a) a bill of sale transferring title to you, as Trustee, to such replacement cars, and (b) the opinion of Messrs, Pedersen & Houpt as to your title to such replacement cars, both complying with the requirements of such instrument.


North American Car Corporation requests that you execute this instrument in consideration hereof for the purpose of constituting this certificate a supplemental lease of said replacement cars upon and subject to the terms and conditions of said Equipment and Collateral Trust Agreement.

Very truly yours,



M. A. Lynch
As a Vice President

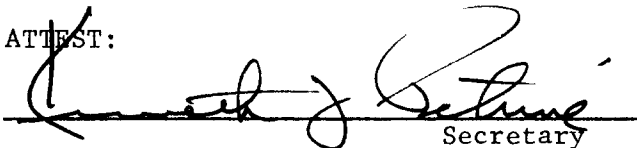
NORTH AMERICAN CAR CORPORATION



Robert B. Oppenheimer
As Agent as aforesaid

(Corporate Seal)

ATTEST:



Secretary

HARRIS TRUST AND SAVINGS BANK,
TRUSTEE

By 

Vice President

(Corporate Seal)

ATTEST:



Assistant Secretary

STATE OF ILLINOIS)
(SS
COUNTY OF C O O K)

I, Marshall D. Donack, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 30th day of May, 1974, M. A. Lynch and Kenneth J. Petrine, known to me to be a Vice President and the Secretary, respectively, of North American Car Corporation personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing instrument in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Marshall D. Donack
Notary Public

My commission expires:

12/18/76

STATE OF ILLINOIS)
(SS
COUNTY OF C O O K)

I, J. M. MOENNICH, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 18TH day of JULY, 1974, J. L. SPRENG and R. G. MASON known to me to be a Vice President and an Assistant Secretary, respectively, of Harris Trust and Savings Bank, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing instrument in the respective capacities therein set forth and declared that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

J. M. Moennich
Notary Public

My commission expires:

SEPTEMBER 2, 1975

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
DESTROYED CARS

<u>Destroyed Car Number</u>	<u>Description</u>	<u>Fair Market Value</u>
47572	Class LO, 100 ton, 4,427 cu. ft. Covered Hopper Cars	\$ 14,800.00

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

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30150	Class L0, 2,893 cu. ft., 70 ton, Covered Hopper Car	7,800.00	3,500.00

LAW OFFICES
PEDERSEN & HOUP
A PROFESSIONAL CORPORATION

PEER PEDERSEN
RICHARD V. HOUP
GEORGE L. PLUMB
JAMES K. STUCKO
PETER O'CONNELL KELLY
THOMAS J. KELLY
SHELDON DAVIDSON
GREGORY J. PERRY
DAVID C. NEWMAN
HERBERT J. LINN
ALICE GOULD
PAUL S. ALTMAN
BARRY YAVITZ
KENNETH J. GUMBINER
MARVIN B. SCHAAAR

SUITE 3400
180 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60601
AREA CODE 312
641-6888

May 30, 1974

Harris Trust and Savings Bank,
as Trustee of the North American
Car Corporation Equipment and
Collateral Trust, Second 1970 Series
111 West Monroe Street
Chicago, Illinois 60690

Gentlemen:

Referring to Section 3.06 of that certain Equipment and Collateral Trust Agreement dated as of August 15, 1970, between you, as Trustee, and North American Car Corporation, a Delaware corporation, we have examined the Bill of Sale of said North American Car Corporation transferring title to you to the cars described in Exhibit B attached hereto, and the Certificate of Agent as to delivery of said cars.

We are of the opinion that such Bill of Sale and delivery are valid and effective to vest in you, as Trustee as afore-said, title to said cars free from all liens and encumbrances other than leases as referred to in Section 3.05 of said Equipment and Collateral Trust Agreement.

Very truly yours,

PEDERSEN & HOUP

By Alice Gould

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

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BILL OF SALE

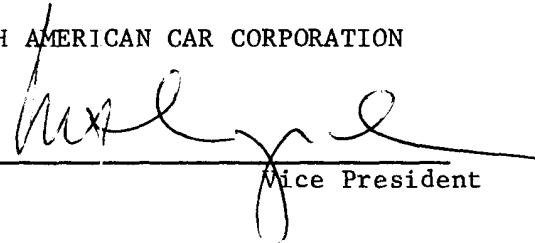
KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt whereof is hereby acknowledged, North American Car Corporation, a Delaware corporation, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto Harris Trust and Savings Bank, as Trustee of the North American Car Corporation Equipment and Collateral Trust, Second 1970 Series, the cars described in Exhibit B hereto annexed, hereby warranting that it has good and valid title to said cars free and clear of all liens and encumbrances whatsoever other than leases as referred to in Section 3.05 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between said Harris Trust and Savings Bank, as Trustee, and said North American Car Corporation.

TO HAVE AND TO HOLD the said cars unto the said Harris Trust and Savings Bank, and its successors and assigns forever.

IN WITNESS WHEREOF, North American Car Corporation has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized and its corporate seal to be hereto affixed and attested, this 30th day of May, 1974.

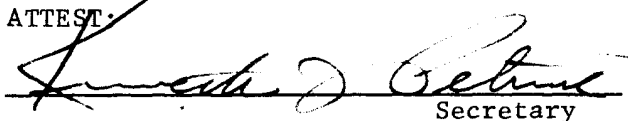
NORTH AMERICAN CAR CORPORATION

By


Vice President

(Corporate Seal)

ATTEST:


Secretary

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

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